

INSTRUMENT PREPARED BY
VIRGINIA GAS AND OIL BOARD

ORDER RECORDED UNDER CODE
OF VIRGINIA SECTION 45.1-361.26

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

APPLICANT:	<u>Range Resources-Pine Mountain, Inc.</u>)	VIRGINIA GAS
)	AND OIL BOARD
RELIEF SOUGHT:	(1) ESTABLISHMENT OF THE DRILLING)	
	UNIT DEPICTED IN EXHIBIT A HERETO)	
	AND SERVED BY WELL NO. <u>900095</u>)	DOCKET NO.
	containing 200.00 acres)	<u>VGOB-12-0417-3058</u>
	(herein "Subject Drilling Unit"))	
	PURSUANT TO VA. CODE § 45.1-361.20;)	
	(2) POOLING OF INTERESTS IN)	
	SUBJECT DRILLING UNIT PURSUANT TO)	
	VA. CODE § 45.1-361.21, FOR THE)	
	PRODUCTION OF GAS OTHER THAN)	
	COALBED METHANE GAS FROM SUBJECT)	
	FORMATIONS (herein referred)	
	to as "Conventional Gas" or "Gas");)	
	and (3) DESIGNATE THE APPLICANT)	
	AS THE UNIT OPERATOR FOR THE)	
	SUBJECT DRILLING UNIT)	
LEGAL DESCRIPTION:)	
	DRILLING UNIT SERVED BY WELL NUMBERED)	
	<u>900095</u> TO BE DRILLED IN)	
	THE LOCATION DEPICTED ON EXHIBIT A HERETO,)	
	<i>Big Sandy Fuel Corporation Tract</i>)	
	12,627.34 acres)	
	ELKHORN CITY QUADRANGLE)	
	SANDLICK DISTRICT)	
	DICKENSON COUNTY, VIRGINIA)	
	(the "Subject Lands" are more particularly)	
	described on <u>Exhibit A</u> attached hereto)	
	and made a part hereof))	
TAX MAP IDENTIFICATION NUMBERS:)	
	TAX MAP IDENTIFICATION NUMBERS FOR ALL PARCELS)	
	AFFECTED BY THIS ORDER ARE SHOWN ON EXHIBIT(S))	
	<u>B-3</u> WHICH IS/ARE ATTACHED TO AND A PART OF)	
	THIS ORDER.)	

REPORT OF THE BOARD

FINDINGS AND ORDER

1. Hearing Date and Place: This matter came on for hearing before the Virginia Gas and Oil Board (hereafter "Board") at 9:00 a.m. on April 17, 2012, at the Russell County Office Building, Highland Drive, Lebanon, Virginia.

2. Appearances: Timothy E. Scott appeared for the Applicant.

3. Jurisdiction and Notice: Pursuant to Va. Code § 45.1-361.1 *et seq.*, the Board finds that it has jurisdiction over the subject matter. Based upon the evidence presented by Applicant, the Board also finds that the Applicant has (1) exercised due diligence in conducting a meaningful search of reasonably available sources to determine the identity and whereabouts of each gas and oil owner, coal owner, or mineral owner having an interest in Subject Drilling Unit underlying and comprised of Subject Lands; (2) has represented to the Board that it has given notice to those parties (hereafter sometimes "person(s)" whether referring to individuals, corporations, partnerships, associations, companies, businesses, trusts, joint ventures or other legal entities) entitled by Va. Code § 45.1-361.19 to notice of the Application filed herein; and (3) that the persons set forth in their Application and Notice of Hearing have been identified by Applicant through its due diligence as Owners or Claimants of Conventional Gas interests underlying Subject Drilling Unit, including those set out in Exhibit B-3 who have not heretofore leased, sold or voluntarily agreed with the Applicant to pool their Gas interests in Subject Drilling Unit. Unknown and/or Unlocatable Owners/Claimants in the Subject Drilling Unit are listed on Exhibit E. Further, the Board has caused notice of this hearing to be published as required by Va. Code § 45.1-361.19 B. Whereupon, the Board hereby finds that the notices given herein satisfy all statutory requirements, Board rule requirements and the minimum standards of due process.

4. Amendments: None.

5. Dismissals: None.

6. Relief Requested: Applicant requests (1) that pursuant to Va. Code § 45.1-361.20, the Board establish Subject Drilling Unit to be served by Well No. 900095; and (2) that pursuant to Va. Code § 45.1-361.21, the Board pool the rights, interests and estates in and to the Conventional Gas of the known and unknown persons listed in the attached Exhibit B-3, and that of their known and unknown heirs, executors, administrators, devisees, trustees, assigns and successors, both immediate and remote, for the drilling and operation, including production, of Conventional Gas from the Subject Drilling Unit established for Subject Formations underlying and comprised of the Subject Lands, (hereafter sometimes collectively identified and referred to as "Well Development and/or Operation in the Subject Drilling Unit"); and, (3) that the Board designate Range Resources-Pine Mountain, Inc. as Unit Operator.

7. Relief Granted: The requested relief in this cause shall be and hereby is granted.

7.1 The Board hereby: (1) establishes Subject Drilling Unit pursuant to Va. Code § 45.1-361.20; (2) pursuant to Va. Code § 45.1-361.21 C 3, designates Range Resources-Pine Mountain, Inc. (hereinafter "Unit Operator") as the Operator authorized to drill and operate Well No. 900095 in the Subject Drilling Unit at the location depicted on the plat attached hereto as Exhibit A to produce Conventional Gas from Subject Formations, subject to the permit provisions contained in § 45.1-361.27 *et seq.*, Code of Virginia, 1950 as amended, to § 4 VAC 25-150 *et seq.*, Gas and Oil Regulations and to § 4 VAC 25-160 *et seq.*, Virginia Gas and Oil Board Regulations, all as amended from time to time; and (3) pursuant to Va. Code § 45.1-361.21A, the rights, interests, and estates in and to the Conventional Gas in Subject Drilling Unit including those of the known and unknown persons listed on Exhibit B-3, attached hereto and made a part hereof, and their known and unknown heirs, executors, administrators, devisees, trustees, assigns, and successors, both immediate and remote, be and hereby are pooled in the Subject Formations in the Subject Drilling Unit underlying and comprised of the Subject Lands. There are no applicable field rules and the unit is subject to statewide spacing requirements of Va. Code § 45.1-361.17.

8. Election and Election Period: In the event any Gas owner named in the Application and Notice of Hearing has not heretofore reached a voluntary agreement to share in the operation of the well to be located in Subject Drilling Unit at a rate of payment mutually agreed to by said Gas owner and the Operator, then, such person may elect one of the options set forth in Paragraph 9 below and must give

written notice of his election of the option selected under Paragraph 9 herein to the designated Unit Operator at the address shown below within thirty (30) days from the date of receipt of a copy of this Order. A timely election shall be deemed to have been made if, on or before the last day of said 30-day period, such electing person has delivered his written election to the designated Unit Operator at the address shown below or has duly postmarked and placed his written election in first class United States mail, postage prepaid, addressed to the Unit Operator at the address shown below.

9. Election Options:

- 9.1 Option 1 - To Participate In The Development and Operation of the Drilling Unit: Any Gas Owner or Claimant named in Exhibit B-3 who has not reached a voluntary agreement with the Operator may elect to participate in the Well Development and Operation on the Subject Drilling Unit (hereafter "Participating Operator") by agreeing to pay the estimate of such Participating Operator's proportionate part of the actual and reasonable costs, including a reasonable supervision fee, of the Well Development and Operation, as more particularly set forth in Virginia Gas and Oil Board Regulation 4 VAC 25-160-100 (herein "Completed for Production Costs"). Further, a Participating Operator agrees to pay the estimate of such Participating Operator's proportionate part of the Estimated, Completed-for-Production Costs as set forth below to the Unit Operator within forty-five (45) days from the later of the date of mailing or the date of recording of this Order. The estimated Completion-for-Production Costs for the Subject Drilling Unit are as follows:

Estimated, Completed-for-Production Costs: **\$1,259,244.00**

Any gas owner and/or claimants named in Exhibit B-3, who elects this option (Option 1) understands and agrees that their initial payment under this option is for their proportionate share of the Applicant's estimate of actual costs and expenses. It is also understood by all persons electing this option that they are agreeing to pay their proportionate share of the actual costs and expenses as determined by the operator in this Board Order.

A Participating Operator's proportionate cost hereunder shall be the result obtained by multiplying the Participating Operator's "Percent of Unit" times the Completed-for-Production Cost set forth above. Provided, however, that in the event a Participating Operator elects to participate and fails or refuses to pay the estimate of his proportionate part of the Completed-for-Production Cost as set forth above, all within the time set forth herein and in the manner prescribed in Paragraph 8 of this Order, then such Participating Operator shall be deemed to have elected not to participate and to have elected compensation in lieu of participation pursuant to Paragraph 9.2 herein.

- 9.2 Option 2 - To Receive A Cash Bonus Consideration: In lieu of participating in the Well Development and Operation of Subject Drilling Unit under Paragraph 9.1 above, any Gas Owner or Claimant named in Exhibit B-3 in the unit who has not reached a voluntary agreement with the Operator may elect to accept a cash bonus consideration of **\$30.00** per net mineral acre owned by such person, commencing upon entry of this Order and continuing annually until commencement of production from Subject Drilling Unit, and thereafter a royalty of 1/8th of 8/8ths [twelve and one-half percent (12.5%)] of the net proceeds received by the Unit Operator for the sale of the Gas produced from any Well Development and Operation covered by this Order multiplied by the Gas owner's percentage Interest Within Unit as set forth in the Application and Notice of Hearing (for purposes of this Order, net proceeds shall be actual proceeds received less post-production costs incurred downstream of the wellhead,

including, but not limited to, gathering, compression, treating, transportation and marketing costs, whether performed by Unit Operator or a third person) as fair, reasonable and equitable compensation to be paid to said Gas owner. The initial cash bonus shall become due and owing when so elected and shall be tendered, paid or escrowed within one hundred twenty (120) days of recording of this Order. Thereafter, annual cash bonuses, if any, shall become due and owing on each anniversary of the date of recording of this Order in the event production from Subject Drilling Unit has not theretofore commenced, and once due, shall be tendered, paid or escrowed within sixty (60) days of said anniversary date. Once the initial cash bonus and the annual cash bonuses, if any, are so paid or escrowed, said payment(s) shall be satisfaction in full for the right, interests, and claims of such electing Gas owner in and to the Gas produced from Subject Formation in the Subject Lands, except, however, for the 1/8th royalties due hereunder.

Subject to a final legal determination of ownership, the election made under this Paragraph 9.2, when so made, shall be satisfaction in full for the right, interests, and claims of such electing person in any Well Development and Operation covered hereby and such electing person shall be deemed to and hereby does lease and assign its right, interests, and claims in and to the Gas produced from Subject Formation in the Subject Drilling Unit to the Applicant.

- 9.3. Option 3 - To Share In The Development And Operation As A Non-Participating Person On A Carried Basis And To Receive Consideration In Lieu Of Cash: In lieu of participating in the Well Development and Operation of Subject Drilling Unit under Paragraph 9.1 above and in lieu of receiving a cash bonus consideration under Paragraph 9.2 above, any Gas Owner or Claimant named in Exhibit B-3 hereto who does not reach a voluntary agreement with the Operator may elect to share in the Well Development and Operation of Subject Drilling Unit on a carried basis (as a "Carried Well Operator") so that the proportionate part of the Completed-for-Production Costs hereby allocable to such Carried Well Operator's interest is charged against such Carried Well Operator's share of production from Subject Drilling Unit. Such Carried Well Operator's rights, interests, and claims in and to the Gas in Subject Drilling Unit shall be deemed and hereby are assigned to the Unit Operator until the proceeds from the sale of such Carried Well Operator's share of production from Subject Drilling Unit (exclusive of any royalty, excess or overriding royalty, or other non-operating or non cost-bearing burden reserved in any lease, assignment thereof or agreement relating thereto covering such interest) equals three hundred percent (300%) for a leased interest or two hundred percent (200%) for an unleased interest (whichever is applicable) of such Carried Well Operator's share of the Completed-for-Production Costs allocable to the interest of such Carried Well Operator. Any Gas Owner and/or Claimant named in Exhibit B-3 who elects this option (Option 3) understands and agrees that Completed-for-Production Costs are the Operator's actual costs for well development and operation. When the Unit Operator recoups and recovers from such Carried Well Operator's assigned interest the amounts provided for above, then, the assigned interest of such Carried Well Operator shall automatically revert back to such Carried Well Operator, and from and after such reversion, such Carried Well Operator shall be treated as if it had participated initially under Paragraph 9.1 above; and thereafter, such participating person shall be charged with and shall pay his proportionate part of all further costs of such well development.

Subject to a final legal determination of ownership, the election made under this Paragraph 9.3, when so made, shall be satisfaction in full for the right, interests,

and claims of such electing person in any well development and operation covered hereby and such electing person shall be deemed to have and hereby does assign his right, interests, and claims in and to the Gas produced from Subject Formation in the Subject Drilling Unit to the Unit Operator for the period of time during which his interest is carried as above provided prior to its reversion back to such electing person.

10. Failure to Properly Elect: In the event a person named in **Exhibit B-3** hereto does not reach a voluntary agreement with the Applicant and fails to do so within the time, in the manner, and in accordance with the terms of this Order one of the alternatives set forth in Paragraph 9 above for which his interest qualifies, then such person shall be deemed to have elected not to participate in the proposed *Well Development and Operation in Subject Drilling Unit* and shall be deemed, subject to any final legal determination of ownership, to have elected to accept as satisfaction in full for such person's right, interests, and claims in and to the Gas the consideration provided in Paragraph 9.2 above for which its interest qualifies and shall be deemed to have leased and/or assigned his right, interests, and claims in and to Gas in the Subject Drilling Unit to the Unit Operator. Persons who fail to properly elect shall be deemed to have accepted the compensation and terms set forth herein at Paragraph 9.2 in satisfaction in full for the right, interests, and claims of such person in and to the Gas produced from Subject Formation underlying Subject Lands.

11. Default By Participating Person: In the event a person named in **Exhibit B-3** elects to participate under Paragraph 9.1, but fails or refuses to pay, to secure the payment or to make an arrangement with the Unit Operator for the payment of such person's proportionate part of the Estimated Completed-for-Production costs as set forth herein, all within the time and in the manner as prescribed in this Order, then such person shall be deemed to have withdrawn his election to participate and shall be deemed to have elected to accept as satisfaction in full for such person's right, interests, and claims in and to the Gas the consideration provided in Paragraph 9.2 above for which his interest qualifies depending on the excess burdens attached to such interest. Whereupon, any cash bonus consideration due as a result of such deemed election shall be tendered, paid or escrowed by Unit Operator within one hundred twenty (120) days after the last day on which such defaulting person under this Order should have paid his proportionate part of such cost or should have made satisfactory arrangements for the payment thereof. When such cash bonus consideration is paid or escrowed, it shall be satisfaction in full for the right, interests, and claims of such person in and to the Gas underlying *Subject Drilling Unit in the Subject Lands* covered hereby, except, however, for any 1/8th royalties which would become due pursuant to Paragraph 9.2 hereof.

12. Assignment of Interest: In the event a person named in **Exhibit B-3** is unable to reach a voluntary agreement to share in the Well Development and Operation contemplated by this Order at a rate of payment agreed to mutually by said Owner or Claimant and the Applicant, and said person elects or fails to elect to do other than participate under Paragraph 9.1 above in the Well Development and Operation in *Subject Drilling Unit*, then such person shall be deemed to have and shall have assigned unto Applicant such person's right, interests, and claims in and to said well, in Subject Formations in Subject Drilling Unit, and other share in and to Gas production to which such person may be entitled by reason of any election or deemed election hereunder in accordance with the provisions of this Order governing said elections.

13. Unit Operator (or Operator): **Range Resources-Pine Mountain, Inc.** shall be and hereby is designated as Unit Operator authorized to drill and operate **Well No. 900095** in Subject Formations in Subject Drilling Unit, all subject to the permit provisions contained in Va. Code § 45.1-361.27 *et seq.*, §§ 4 VAC 25-150 *et seq.*, Gas and Oil Regulations and §§ 4 VAC 25-160 *et seq.*, Virginia Gas and Oil Board Regulations, all as amended from time to time, and all elections required by this Order shall be communicated to Unit Operator in writing at the address shown below:

Range Resources-Pine Mountain, Inc.
406 West Main Street
P. O. Box 2136
Abingdon, VA 24212
Phone: (276) 619-2583
Fax: (276) 628-7246
Attn: Phil Horn, Land Manager

14. Commencement of Operations: Unit Operator shall commence or cause to commence operations for the drilling of the well covered hereby within seven hundred and thirty (730) days from the date of this Order and shall prosecute the same with due diligence. If Unit Operator shall not have so commenced and/or prosecuted, then this Order shall terminate, except for any cash sums becoming payable hereunder; otherwise, unless sooner terminated by Order of the Board, this Order shall expire at 12:00 P.M. on the date on which the well covered by this Order is permanently abandoned and plugged. However, in the event an appeal is taken from this Order, then the time between the filing of the Petition for Appeal and the final Order of the Circuit Court shall be excluded in calculating the two-year period referenced herein.

15. Operator's Lien: Unit Operator, in addition to the other rights afforded hereunder, shall have a lien and a right of set off on the Gas estates, rights, and interests owned by any person subject hereto who elects to participate under Paragraph 9.1 in the Subject Drilling Unit to the extent that costs incurred in the drilling or operation on the Subject Drilling Unit are a charge against such person's interest. Such liens and right of set off shall be separable as to each separate person and shall remain liens until the Unit Operator drilling or operating the well covered hereby has been paid the full amounts due under the terms of this Order.

16. Escrow Provisions: Applicant has represented to the Board that there are Unknown and/or Unlocatable Gas Owners within the Subject Drilling Unit whose interests are subject to the escrow requirements of Paragraph 16.1 of the Subject Drilling Unit; and, the Applicant has represented to the Board that there are no conflicting claimants in the Subject Drilling Unit whose payments are subject to the provisions of Paragraph 16.2 hereof. Therefore, by this Order and unless and until otherwise ordered by the Board, the Escrow Agent named herein, or any successor named by the Board, is required to establish an interest-bearing escrow account for Tract 4 representing 0.55561209% of the Subject Drilling Unit (herein "Escrow Account"), and to receive and account to the Board pursuant to its agreement for the escrowed funds hereafter described in Paragraphs 16.1 and 16.2:

Debbie Davis, Trust Officer
First Bank & Trust Company
38 East Valley Drive
Bristol, VA 24201

- 16.1 Escrow Provisions for Unknown or Unlocatable Persons: If any payment of bonus, royalty payment or other payment due and owing cannot be made because the person entitled thereto cannot be located or is unknown, then such cash bonus, royalty payment or other payment shall not be commingled with any funds of the Unit Operator and shall, pursuant to Va. Code § 45.1-361.21 D, be deposited by the Operator into the Escrow Account, commencing within one hundred twenty (120) days of recording of this Order, and continuing thereafter on a monthly basis with each deposit to be made by a date which is no later than sixty (60) days after the last day of the month being reported and/or for which funds are subject to deposit. Such funds shall be held for the exclusive use of, and sole benefit of the person entitled thereto until such funds can be paid to such

person(s) or until the Escrow Agent relinquishes such funds as required by law or pursuant to order of the Board in accordance with Va. Code § 45.1-361.21 D.

- 16.2 Escrow Provisions For Conflicting Claimants: If any payment of bonus, royalty payment, proceeds in excess of ongoing operational expenses, or other payment due and owing under this Order cannot be made because the person entitled thereto cannot be made certain due to conflicting claims of ownership and/or a defect or cloud on the title, then such cash bonus, royalty payment, proceeds in excess of ongoing operational expenses, or other payment, together with Participating Operator's Proportionate Costs paid to Unit Operator pursuant to Paragraph 9.1 hereof, if any, (1) shall not be commingled with any funds of the Unit Operator; and (2) shall, pursuant to Va. Code §§ 45.1-361.22 A 2, 45.1-361.22 A 3 and 45.1-361.22 A 4, be deposited by the Operator into the Escrow Account within one hundred twenty (120) days of recording of this Order, and continuing thereafter on a monthly basis with each deposit to be made by a date which is no later than sixty (60) days after the last day of the month being reported and/or for which funds are subject to deposit. Such funds shall be held for the exclusive use of, and sole benefit of, the person entitled thereto until such funds can be paid to such person(s) or until the Escrow Agent relinquishes such funds as required by law or pursuant to Order of the Board.
17. Special Findings: The Board specifically and specially finds:
- 17.1. Applicant is **Range Resources-Pine Mountain, Inc.** Applicant is duly authorized and qualified to transact business in the Commonwealth of Virginia;
- 17.2. Applicant **Range Resources-Pine Mountain, Inc.** is an operator in the Commonwealth of Virginia, and has satisfied the Board's requirements for operations in Virginia;
- 17.3. Applicant **Range Resources-Pine Mountain, Inc.** claims ownership of Gas leases on **97.88182143%** percent of Subject Drilling Unit and the right to explore for, develop, and produce Gas from same;
- 17.4. Applicant has proposed the drilling of **Well No. 900095** to a depth of **9,177** feet on the Subject Drilling Unit at the location depicted on **Exhibit A** to develop the pool of Gas in Subject Formations, and to complete and operate **Well No. 900095** for the purpose of producing Conventional Gas.
- 17.5. The estimated production of the life of the proposed **Well No. 900095** is **1200 mmcf**.
- 17.6. *With this Application, notice was provided to everyone claiming an ownership interest relative to the production of conventional gas in the Subject Drilling Unit. Set forth in Exhibit B-3, is the name and last known address of each Owner or Claimant identified by the Applicant as Gas owners in Subject Drilling Unit who has not, in writing, leased to the Applicant or the Unit Operator or agreed to voluntarily pool his interests in Subject Drilling Unit for its development. Gas interests unleased to the Operator and listed in Exhibit B-3 represent 2.11817857% percent of Subject Drilling Unit;*
- 17.7. Applicant's evidence established that the fair, reasonable and equitable compensation to be paid to any person in lieu of the right to participate in the Wells are those options provided in Paragraph 9 above;
- 17.8. The Subject Drilling Unit does not constitute an unreasonable or arbitrary exercise of Applicant's right to explore for or produce Gas;
- 17.9. *The relief requested and granted is just and reasonable, is supported by substantial evidence and will afford each person listed and named in Exhibit B-3 hereto the*

opportunity to recover or receive, without unnecessary expense, such person's just and fair share of the production from Subject Drilling Unit. The granting of the Application and relief requested therein will ensure to the extent possible the greatest ultimate recovery of Conventional Gas, prevent or assist in preventing the various types of waste prohibited by statute and protect or assist in protecting the correlative rights of all persons in the subject common sources of supply in the Subject Lands. Therefore, the Board is entering an Order granting the relief herein set forth.

18. Mailing Of Order And Filing Of Affidavit: Applicant or its Attorney shall file an affidavit with the Secretary of the Board within sixty (60) days after the date of recording of this Order stating that a true and correct copy of said Order was mailed within seven (7) days from the date of its receipt by the Unit Operator to each Respondent named in Exhibit B-3 pooled by this Order and whose address is known.

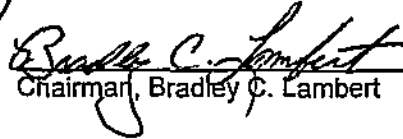
19. Availability of Unit Records: The Director shall provide all persons not subject to a lease with reasonable access to all records for Subject Drilling Unit which are submitted by the Unit Operator to said Director and/or his Inspector(s).

20. Conclusion: Therefore, the requested relief and all terms and provisions set forth above be and hereby are granted and **IT IS SO ORDERED.**


21. Appeals: Appeals of this Order are governed by the provisions of Va. Code Ann. § 45.1-361.9 which provides that any order or decision of the Board may be appealed to the appropriate circuit court.

22. Effective Date: This Order shall be effective as of the date of the Board's approval of this Application, which is set forth at Paragraph 1 above.

DONE AND EXECUTED this 14 day of June, 2012, by a majority of the Virginia Gas and Oil Board.



Chairman, Bradley C. Lambert

DONE AND PERFORMED this 14th day of June, 2012, by Order of this Board.

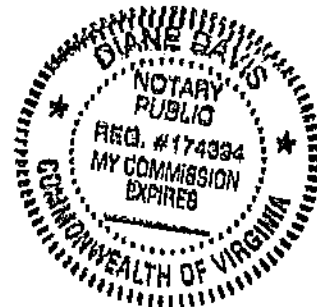

Rick Cooper
Principal Executive to the Staff
Virginia Gas and Oil Board

STATE OF VIRGINIA)
COUNTY OF RUSSELL)

Acknowledged on this 14th day of June, 2012, personally before me a notary public in and for the Commonwealth of Virginia, appeared Bradley C. Lambert, being duly sworn did depose and say that he is Chairman of the Virginia Gas and Oil Board, and appeared Rick Cooper, being duly sworn did depose and say that he is Principal Executive to the Staff of the Virginia Gas and Oil Board, that they executed the same and were authorized to do so.


Diane J. Davis, Notary
174394

My commission expires: September 30, 2013



Latitude 37° 17' 30"

00° 51' 28" longitude

Distance to Offsetting Huron Producing Wells

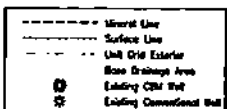
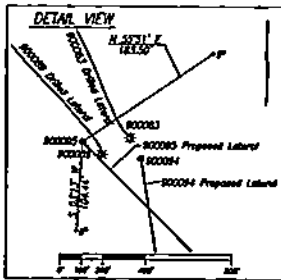
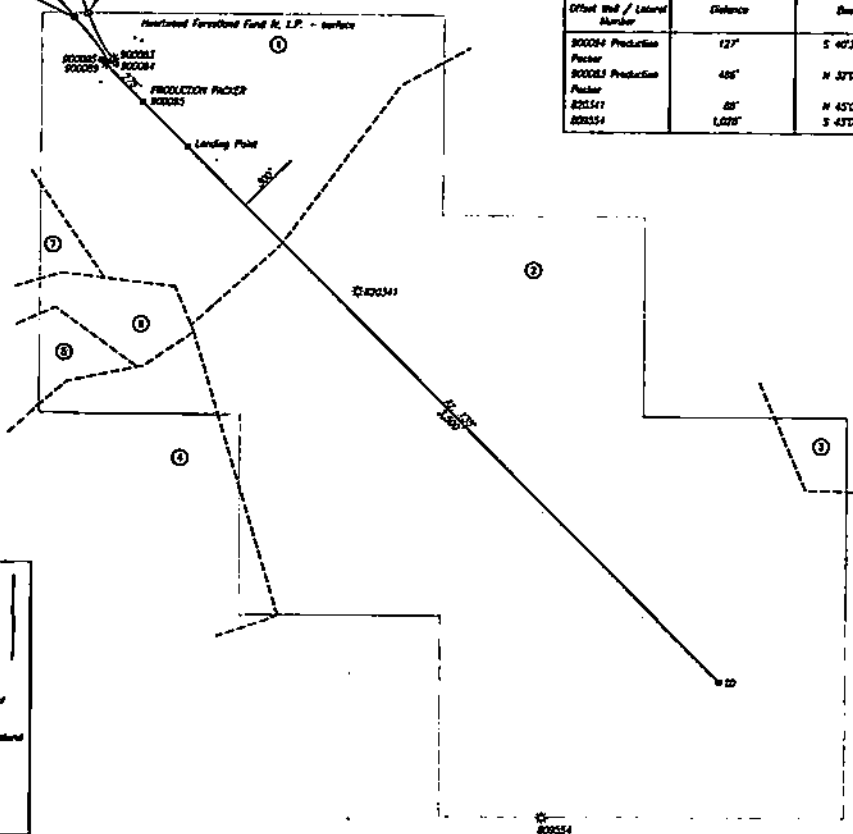
Offset Well / Lateral Number	Distance	Bearing	Measured From
900089 Production Packer	308'	N 38°18' W	900089 Production Packer

Distance to Offsetting Wells (Non Huron)

Offset Well / Lateral Number	Distance	Bearing	Measured From
900084 Production Packer	127'	S 40°34' E	900089 Production Packer
900083 Production Packer	486'	N 37°08' W	900089 Production Packer
900541	60'	N 45°00' E	900089 Lateral
900554	1,028'	S 43°00' W	900089 Lateral

Top Packer
MD 5240' / TVD 5165'

Top Packer
MD 4425' / TVD 4403'



Surface Coordinates
Well Coordinates (48 St. Paul S. Zone, NAD 83 (NAD))
N 3,657,261.05 E 10,384,352.81
Well Coordinates (Blackfield Coal Co.)
N 53,308.81 E 31,427.33

Estimated Landing Point Vertical Depth: 5,100'
Estimated Total Measured Depth of Lateral: 9,177'

WELL LOCATION PLAT (UNIT NAME: SWM-1-A-R193-C458_HR) DGO FILE NO.: 00-0000

COMPANY: Boone Resources-Pine Mountain, Inc. WELL NAME AND NUMBER: 900089
TRACT NO.: 100, Study First Chart. ELEVATION: 1,776.10' QUADRANGLE: Edmore City
COUNTY: Dickinson DISTRICT: 25th Sec. 5th T. DATE: 1-15-2012
This Plat is a new plat; on an updated plat; or a final location plat.
+ Denotes the location of a well on United States topographic Maps, scale 1 to 24,000, latitude and longitude lines being represented by border lines as shown.

TRACT OWNERSHIP INFORMATION SCHEDULE

3/13/2012

- 1 . Big Sandy Fuel Corporation
12,627.34 Acres
ACIN LLC - coal
Alpha Land & Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal Company LLC - coal lessee
Range Resources-Pine Mountain, Inc - oil & gas
Gas 41.01 Ac. 20.51%
- 2 . Big Sandy Fuel Corporation
4,141.88 Acres
ACIN LLC - coal
Alpha Land & Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal Company LLC - coal lessee
Range Resources-Pine Mountain, Inc - oil & gas
Gas 143.82 Ac. 71.91%
- 3 . T. J. & K. L. Colley
125.24 Acres
ACIN LLC - coal
Alpha Land & Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal Company LLC - coal lessee
Range Resources-Pine Mountain, Inc - oil & gas
Gas 2.02 Ac. 1.01%
- 4 . Lease No.
Noah Mullins heirs - oil & gas
62 Acres
H.W. Owens
71.40 Acres
ACIN LLC - coal
Alpha Land & Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal Company LLC - coal lessee
Gas 5.09 Ac. 2.54%
- 5 . Lease No. 450511917 (1064430)
Dewey Fuller Heirs, et al - oil & gas
7.14 Acres
H. W. Owens
71.40 Acres
ACIN LLC - coal
Alpha Land & Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal Company LLC - coal lessee
Gas 2.26 Ac. 1.13%

- 6 . Lease No. 450511917 (1064430)
Dewey Fuller Heirs - oil & gas
4.50 Acres
Gas 4.37 Ac. 2.18%
- 7 . Big Sandy Fuel Corporation
78.97 Acres
ACIN LLC - coal
Alpha Land & Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal Company LLC - coal lessee
Range Resources-Pine Mountain, Inc - oil & gas
Gas 1.43 Ac. 0.72%

Exhibit "B"
Force Pooling Well No. 900095

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
Gas Estate Only				
1	Range Resources - Pine Mountain, Inc. Attn: Jerry Grantham PO Box 2136 Abingdon, VA 24212 Tax ID # - 20117	Owner	20.51000000	41.01000000
2	Range Resources - Pine Mountain, Inc. Attn: Jerry Grantham PO Box 2136 Abingdon, VA 24212 Tax ID # - 20117	Owner	71.91000000	143.82000000
3	Range Resources - Pine Mountain, Inc. Attn: Jerry Grantham PO Box 2136 Abingdon, VA 24212 Tax ID # - 20167	Owner	1.01000000	2.02000000
4	Tax ID # -Minerals Only John Mullins Unknown	Unleased	0.25400000	0.50900000
	Carolyn Arrington Smith 1312 Sycamore Ct Charlottesville, VA 22901	Leased	0.06350000	0.12725000
	Shirley Arrington Whitt 1650 Cool Spring Road Charlottesville, VA 22901	Leased	0.06350000	0.12725000
	Walter Roger Powers PO Box 222 Grundy, VA 24614	Leased	0.06350000	0.12725000
	Ginger P Robertson PO Box 862 Grundy, VA 24614	Leased	0.06350000	0.12725000
	Mary Ruth House Friend 1700 Bethel Road Nicholasville, KY 40356	Unleased	0.03628571	0.07271429
	Margaret E Friend Kelsey Friend Drive Pikeville, KY 41501	Unleased	0.03628571	0.07271429
	Thurman Bruce Friend Unknown	Unleased	0.03628571	0.07271429
	Lew Wallace Friend 817 Bell Air Drive Galion, OH 44833	Leased	0.03628571	0.07271429

Ballard Lowe Friend 3617 Pinecrest Circle Duluth, GA 30136	Leased	0.03628571	0.07271429
Jessie Evelyn Friend Newson 955 Wine Island Road Danville, KY 40422	Unleased	0.03628571	0.07271429
Noah Steven Friend PO Box 215 Lowes Br Pikeville, KY 41501	Unleased	0.01209524	0.02423810
Carolyn Mae Friend Carter Conway PO Box 113 Pikeville, KY 41502	Unleased	0.01209524	0.02423810
Jennifer Friend Rummel 103 Church Street Columbia, KY 42728	Unleased	0.01209524	0.02423810
Virginia Lowe 4576 N Mayo Trail Pikeville, KY 41501	Unleased	0.03175000	0.06362500
Geneva Hamilton 140 Maple Road Harold, KY 41635	Unleased	0.03175000	0.06362500
Nancy Barrowman 703 Kinnikinnick Branch Pikeville, KY 41501	Unleased	0.03175000	0.06362500
Betty Hobson 5433 N Mayo Trail Pikeville, KY 41501	Unleased	0.03175000	0.06362500
Dan Stamper, Jr PO Box 802 Pikeville, KY 41502	Unleased	0.03175000	0.06362500
Shirley Justice 5445 N Mayo Trail Pikeville, KY 41501	Unleased	0.03175000	0.06362500
Teresa Stamper Flockhart 1845 Poplar Road Stafford, VA 22554	Unleased	0.01058333	0.02120833
Betty Stamper Johnson 5445 N Mayo Trail Pikeville, KY 41501	Unleased	0.01058333	0.02120833
Harria Stamper Walters 5665 Cardigan Trace Sugar Hill, GA 30518	Leased	0.01058333	0.02120833
Fon Michael Johnson, Jr 160 College Street, Apt 214 Pikeville, KY 41501	Unleased	0.01587500	0.03181250

Jimmy Dan Johnson PO Box 4412 Pikeville, KY 41502	Unleased	0.01587500	0.03181250
Jack Foster Mullins 729 Kinnikinnick Branch Pikeville, KY 41501	Unleased	0.08466667	0.16966667
Jill Mullins Cornelius 3102 SE Guinevers Lane Port Lucie, FL 34952	Leased	0.08466667	0.16966667
Donna Sue Mullins Justice 55 Kinnikinnick Branch Pikeville, KY 41501	Unleased	0.08466667	0.16966667
Rhea Sue Mullins 14614 Pine Glen Circle Lutz, FL 33549	Unleased	0.08466667	0.16966667
Emma Belle Mullins Leslie 5476 N Mayo Trail Pikeville, KY 41501	Unleased	0.16933333	0.33933333
Ronnie Small Unknown	Unleased	0.02700041	0.05410711
Clyde Taylor, Jr PO Box 3226 Pikeville, KY 41502	Unleased	0.06191250	0.12406875
Garland L Wagner 38240 Warren Road Westland, MI 48185-1939	Unleased	0.08256291	0.16545086
Ollie Gladys Spears Wagner 3303 Roxbury Drive Lexington, KY 40503	Unleased	0.06191250	0.12406875
Charles Wagner Decendants Unknown	Unleased	0.02061169	0.04130452
Janiv Blackburn 787 Cowpen Road Pikeville, KY 41501	Unleased	0.50800000	1.01800000
Thelma M Meadows Bellans 7325 Willow Highway Glandedge, MI 48837	Unleased	0.03628571	0.07271429
Pearl Mullins Blair Unknown	Unleased	0.03628571	0.07271429
Gervis Mullins Unknown	Unleased	0.03628571	0.07271429
Lena Mullins Meade Unknown	Unleased	0.03628571	0.07271429
Florence Mullins Hughes Unknown	Unleased	0.03628571	0.07271429

	Millard Meade Unknown	Unleased	0.03628571	0.07271429
	Crawford Meade Unknown	Unleased	0.03628571	0.07271429
	Tract 4 Totals		2.54000000	5.09000000
5	David Wayne Fuller Agent for the Dewey Fuller Heirs 5918 Phyliss Ln Mint Hill, NC 28227 Tax ID # - 7080	Leased	1.13000000	2.26000000
6	David Wayne Fuller Agent for the Dewey Fuller Heirs 5918 Phyliss Ln Mint Hill, NC 28227 Tax ID # - 7080	Leased	2.18000000	4.37000000
7	Range Resources - Pine Mountain, Inc. Attn: Jerry Grantham PO Box 2136 Abingdon, VA 24212 Tax ID # - 13168	Owner	0.72000000	1.43000000
	TOTAL GAS ESTATE		100.00000000	200.00000000
	Percentage of Unit Leased		97.88182143	
	Percentage of Unit Unleased		2.11817857	
	Acreage in Unit Leased		195.75530357	
	Acreage in Unit Unleased		4.24469643	

Exhibit "B-3" - Unleased Owners
Force Pooling Well No. 900095

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
Gas Estate Only				
4	Tax ID # -Minerals Only			
	John Mullins Unknown	Unleased	0.25400000	0.50900000
	Mary Ruth House Friend 1700 Bethel Road Nicholasville, KY 40356	Unleased	0.03628571	0.07271429
	Margaret E Friend Kelsey Friend Drive Pikeville, KY 41501	Unleased	0.03628571	0.07271429
	Thurman Bruce Friend Unknown	Unleased	0.03628571	0.07271429
	Jessie Evelyn Friend Newson 955 Wine Island Road Danville, KY 40422	Unleased	0.03628571	0.07271429
	Noah Steven Friend PO Box 215 Lowes Br Pikeville, KY 41501	Unleased	0.01209524	0.02423810
	Carolyn Mae Friend Carter Conwa PO Box 113 Pikeville, KY 41502	Unleased	0.01209524	0.02423810
	Jennifer Friend Rummel 103 Church Street Columbia, KY 42728	Unleased	0.01209524	0.02423810
	Virginia Lowe 4576 N Mayo Trail Pikeville, KY 41501	Unleased	0.03175000	0.06362500
	Geneva Hamilton 140 Maple Road Harold, KY 41635	Unleased	0.03175000	0.06362500
	Nancy Barrowman 703 Kinnikinnick Branch Pikeville, KY 41501	Unleased	0.03175000	0.06362500

Betty Hobson 5433 N Mayo Trail Pikeville, KY 41501	Unleased	0.03175000	0.06362500
Dan Stamper, Jr PO Box 802 Pikeville, KY 41502	Unleased	0.03175000	0.06362500
Shirley Justice 5445 N Mayo Trail Pikeville, KY 41501	Unleased	0.03175000	0.06362500
Teresa Stamper Flockhart 1845 Poplar Road Stafford, VA 22554	Unleased	0.01058333	0.02120833
Betty Stamper Johnson 5445 N Mayo Trail Pikeville, KY 41501	Unleased	0.01058333	0.02120833
Fon Michael Johnson, Jr 160 College Street, Apt 214 Pikeville, KY 41501	Unleased	0.01587500	0.03181250
Jimmy Dan Johnson PO Box 4412 Pikeville, KY 41502	Unleased	0.01587500	0.03181250
Jack Foster Mullins 729 Kinnikinnick Branch Pikeville, KY 41501	Unleased	0.08466667	0.16966667
Donna Sue Mullins Justice 55 Kinnikinnick Branch Pikeville, KY 41501	Unleased	0.08466667	0.16966667
Rhea Sue Mullins 14614 Pine Glen Circle Lutz, FL 33549	Unleased	0.08466667	0.16966667
Emma Belle Mullins Leslie 5476 N Mayo Trail Pikeville, KY 41501	Unleased	0.16933333	0.33933333
Ronnie Small Unknown	Unleased	0.02700041	0.05410711
Clyde Taylor, Jr PO Box 3226 Pikeville, KY 41502	Unleased	0.06191250	0.12406875

Garland L Wagner 38240 Warren Road Westland, MI 48185-1939	Unleased	0.08256291	0.16545086
Ollie Gladys Spears Wagner 3303 Roxbury Drive Lexington, KY 40503	Unleased	0.06191250	0.12406875
Charles Wagner Decendants Unknown	Unleased	0.02061169	0.04130452
Janiv Blackburn 787 Cowpen Road Pikeville, KY 41501	Unleased	0.50800000	1.01800000
Thelma M Meadows Bellans 7325 Willow Highway Glandledge, MI 48837	Unleased	0.03628571	0.07271429
Pearl Mullins Blair Unknown	Unleased	0.03628571	0.07271429
Gervis Mullins Unknown	Unleased	0.03628571	0.07271429
Lena Mullins Meade Unknown	Unleased	0.03628571	0.07271429
Florence Mullins Hughes Unknown	Unleased	0.03628571	0.07271429
Millard Meade Unknown	Unleased	0.03628571	0.07271429
Crawford Meade Unknown	Unleased	0.03628571	0.07271429
Tract 4 Totals		2.11817857	4.24469643
TOTAL GAS ESTATE		2.11817857	4.24469643

**Exhibit "E" - Escrow Owners
900095**

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
Gas Estate Only				
4	Tax ID # -Minerals Only			
	John Mullins Unknown	Unleased	0.25400000	0.50900000
	Thurman Bruce Friend Unknown	Unleased	0.03628571	0.07271429
	Ronnie Small Unknown	Unleased	0.02700041	0.05410711
	Charles Wagner Decendants Unknown	Unleased	0.02061169	0.04130452
	Pearl Mullins Blair Unknown	Unleased	0.03628571	0.07271429
	Gervis Mullins Unknown	Unleased	0.03628571	0.07271429
	Lena Mullins Meade Unknown	Unleased	0.03628571	0.07271429
	Florence Mullins Hughes Unknown	Unleased	0.03628571	0.07271429
	Millard Meade Unknown	Unleased	0.03628571	0.07271429
	Crawford Meade Unknown	Unleased	0.03628571	0.07271429
	Tract 4 Totals		0.55561209	1.11341164
	TOTAL GAS ESTATE		0.55561209	1.11341164

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\$30

INSTRUMENT #120001090
RECORDED IN THE CLERK'S OFFICE OF
LICHENSBURG ON
AUGUST 16, 2012 AT 2:43PM
RICHARD W. EDWARDS, CLERK
RECORDED BY: GWT

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